YOU'RE CORRECT, FAUSTUS...I SHOULD HAVE YOU KILLED.
BUT YOU STILL NEED ME.
YES... FOR NOW.

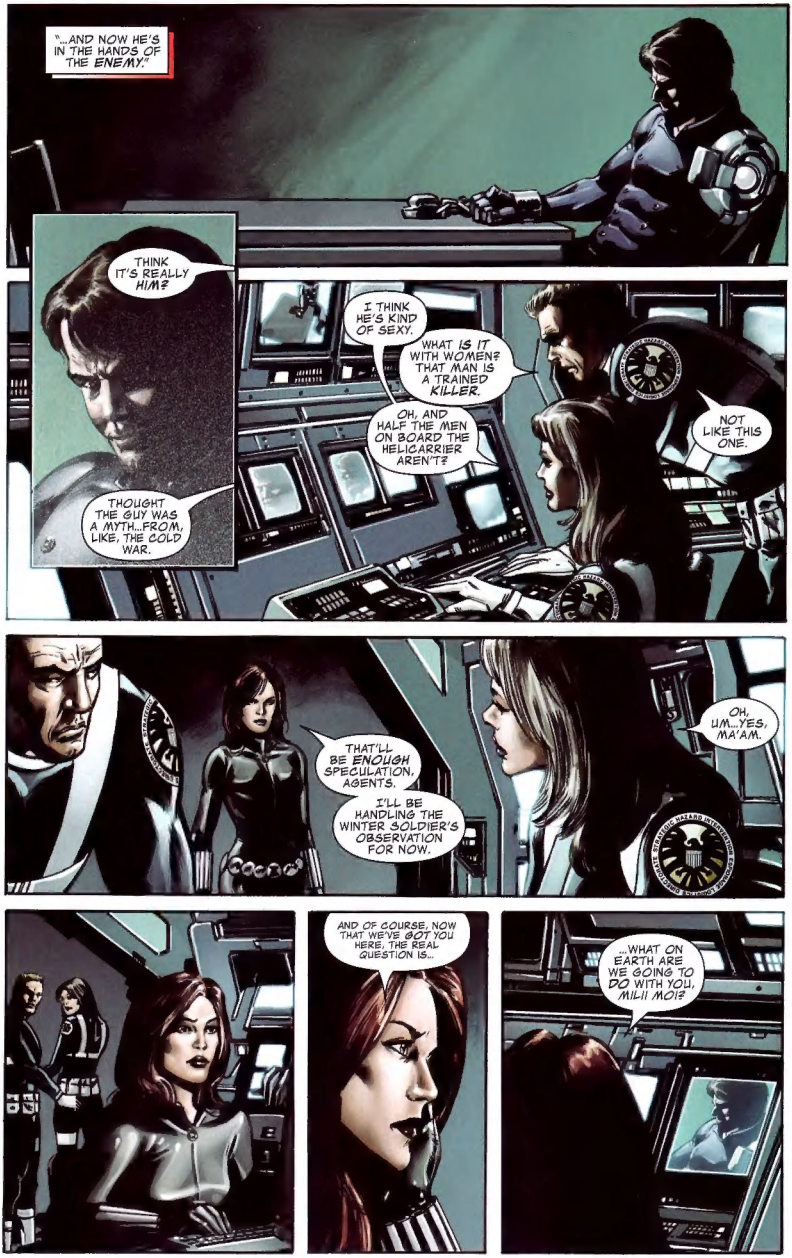
BUT A FAILURE LIKE THIS...LOSING THE WINTER SOLDIER...
MOST IN YOUR PLACE WOULD'VE FLED INSTEAD OF BRINGING THIS NEWS TO ME.

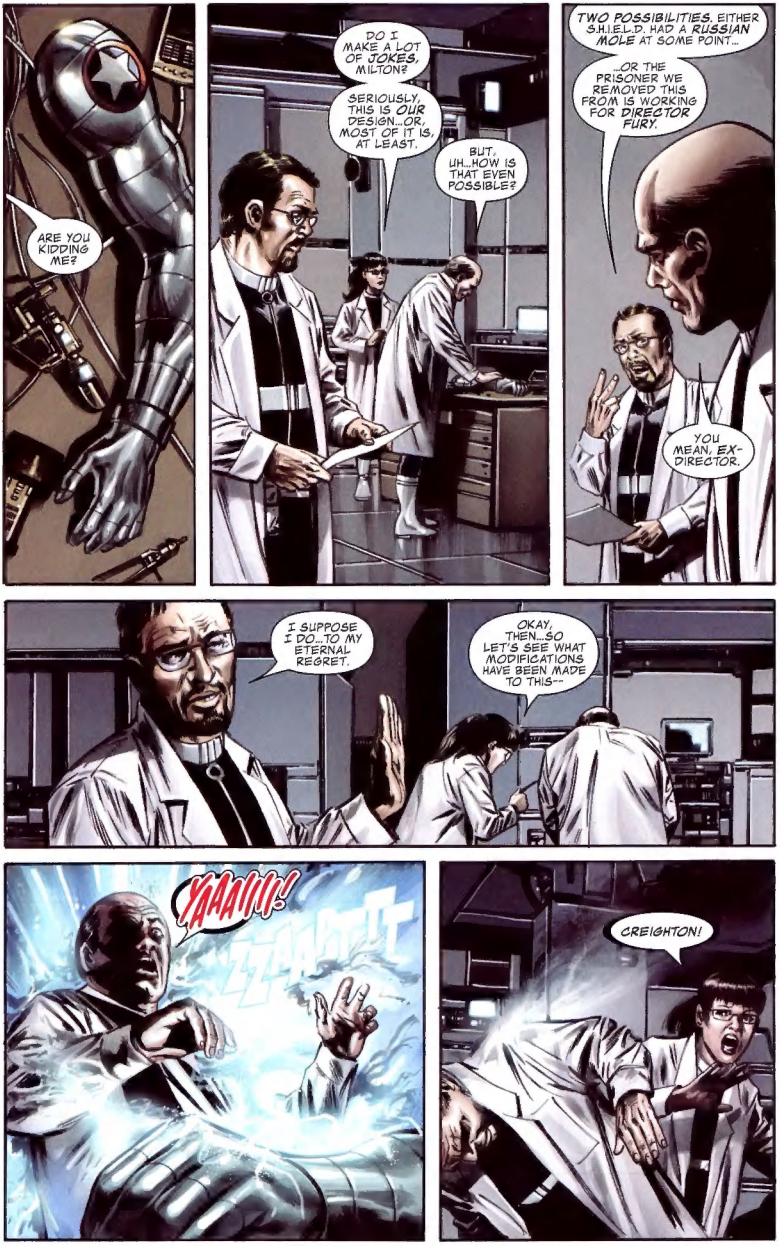
YOU DO HAVE A TENDENCY TO SHOOT THE MESSENGER, HERR SKULL.
BUT A MAN OWNS UP TO HIS MISTAKES, AND THIS ONE WAS MINE.

DAMN IT. WE'VE WAITED TOO LONG FOR IT ALL TO SLIP AWAY NOW.
I WANT THE WOMAN PUNISHED.
SHE'S IN A CELL. I'LL DEAL WITH HER SOON ENOUGH.

IS THE BODY READY?
ZOLA WILL MAKE SURE THAT IT IS.
THEN IF THE PLANS ARE IN PLACE... CAN WE SIMPLY MOVE UP THE TIMELINE?

WHAT OTHER CHOICE IS LEFT TO US, FOOL?
THAT DAMNED BOY KNOWS OUR SECRETS...


"...AND NOW HE'S IN THE HANDS OF THE ENEMY."
THINK IT'S REALLY HIM?
THOUGHT THE GUY WAS A MYTH...FROM, LIKE, THE COLD WAR.
I THINK HE'S KIND OF SEXY.
WHAT IS IT WITH WOMEN? THAT MAN IS A TRAINED KILLER.
OH, AND HALF THE MEN ON BOARD THE HELICARRIER AREN'T?
NOT LIKE THIS ONE.
THAT'LL BE ENOUGH SPECULATION, AGENTS.
I'LL BE HANDLING THE WINTER SOLDIER'S OBSERVATION FOR NOW.
OH, UM...YES, MA'AM.
AND OF COURSE, NOW THAT WE'VE GOT YOU HERE, THE REAL QUESTION IS...
...WHAT ON EARTH ARE WE GOING TO DO WITH YOU, MILII MOI?


ARE YOU KIDDING ME?
DO I MAKE A LOT OF JOKES, MILTON?
SERIOUSLY, THIS IS OUR DESIGN...OR, MOST OF IT IS, AT LEAST.
BUT, UH...HOW IS THAT EVEN POSSIBLE?
TWO POSSIBILITIES. EITHER S.H.I.E.L.D. HAD A RUSSIAN MOLE AT SOME POINT...
...OR THE PRISONER WE REMOVED THIS FROM IS WORKING FOR DIRECTOR FURY.
YOU MEAN, EX-DIRECTOR.
I SUPPOSE I DO...TO MY ETERNAL REGRET.
OKAY, THEN...SO LET'S SEE WHAT MODIFICATIONS HAVE BEEN MADE TO THIS--
YAAAH!!
ZZAAPP!!
CREIGHTON!

AAAHHH!
KRAKK
WAIT! WAIT!
WHAMM
KREEINNK

NO. HE'S CONSCIOUS, BUT I HAVEN'T TALKED TO HIM YET, SAM.
MOTEL
NATASHA THINKS IT MIGHT BE BETTER IF SHE MAKES THE FIRST MOVE... WITH THEIR HISTORY AND ALL.
BE CAREFUL. WE DON'T KNOW WHAT THOSE SICK FREAKS DID TO HIM.
I CAN TAKE CARE OF MYSELF, SAM.
IT'S NOT YOU I'M WORRIED ABOUT, TONY.
THAT KID WAS IMPORTANT TO STEVE, SO NOW HE'S IMPORTANT TO ME.
DO YOU REALLY THINK I NEED TO BE REMINDED OF THAT?
LOOK, JUST FOCUS ON TRACKING FAUSTUS AND HIS PEOPLE...FINDING SHARON.
LET ME WORRY ABOUT BUCKY...

POWER GRID FLUCTUATION-- LEVELS TWO, THREE, AND SEVEN.
DAMN IT.
NATASHA, WHAT'S GOING ON DOWN THERE?
THE LIGHTS WENT OUT FOR A SECOND AND NOW MY SCREENS ARE ALL STATIC.
COMMS ARE SPOTTY THROUGHOUT THE WHOLE LEVEL. NO VIDEO FEED.
GET ME A SIT-REP. I'M ON MY WAY.
TONY, I WAS JUST LOOKING RIGHT AT HIM. I'M SURE IT'S--
--NOTHING...
LEVEL SEVEN
SECURE HOLDING

SPANNG
SPNNG
SERIOUSLY.
SPAANG
DON'T DO THIS.
WHY DON'T YOU--

--SHOVE IT!
ENERGY FIELD OVERLOAD
AAAH!
ALL RIGHT... THAT'S ENOUGH.
ARMOR RECHARGING
82 PERCENT OF FULL POWER
YAAAHHH!

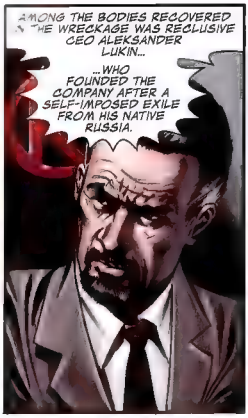
HEY--
GAAAA--
--WHAT ARE YOU DOING?
HELMET INTEGRITY WARNING-- 40 PERCENT PRESSURE
POP
--AAHHH!
HELMET INTEGRITY COMPROMISED
DAMN IT!

THHUDDD
NOW...WHAT WAS THAT ABOUT NOT BEING ABLE TO HURT YOU?
YOU'RE GOOD, BUCKY...AND QUICK ON YOUR FEET IN A FIGHT.
I'M GLAD TO SEE THAT...

LET'S GO! COMPUTER SAYS THEY MOVED THEIR FIGHT TO THE DIRECTOR'S OFFICE!
NON-LETHAL SHOTS ONLY, PEOPLE! REMEMBER THAT!
FREEZE! HOLD IT RIGHT--
--THERE...?
IT'S OKAY, NATASHA. I'M FINE.
SO I SEE...I SUPPOSE.
YOU CAN STAY...THE REST OF YOU, RETURN TO YOUR STATIONS.
WHAT THE HELL IS GOING ON HERE, TONY?

BECAUSE THIS PLOT OF HIS GOES DEEPER THAN YOU KNOW, KID.
HE'S COMPROMISED S.H.I.E.L.D. ALREADY AND I HAVE NO IDEA WHAT HIS FINAL GOALS ARE.
YEAH...THAT'S 'CAUSE HE'S BEEN RIGHT IN FRONT OF US THE WHOLE TIME.
HE'S LUKIN OR...I DON'T KNOW, SOMEHOW HE'S IN LUKIN'S HEAD.
WHAT? ALEKSANDER LUKIN IS THE RED SKULL?
I KNOW HIM.
HE'S GOT HIS OWN PRIVATE ARMY, WITH THAT CORPORATION OF HIS... KRONAS.
YEAH, BUT WHAT HE PLANS TO DO WITH THEM IS--
NO, NEITHER OF YOU UNDERSTAND.
THE NEWS CAME IN DURING OUR FIGHT.
COMPUTER, NEWS FEED CHANNELS. SUBJECT SEARCH--LUKIN.
SEARCHING ALL NEWS FEED.

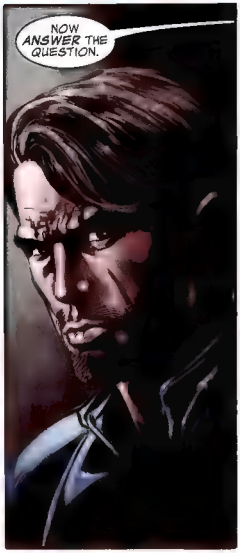
--TRAGIC NEWS TODAY FOR INTERNATIONAL ENERGY CONGLOMERATE, THE KRONAS CORPORATION, AS A CORPORATE JET GOES DOWN OVER THE ATLANTIC.
BREAKING NEWS
CNN
KRONAS CORP CEO LUKIN DIES IN PLANE CRASH
LIVE


AMONG THE BODIES RECOVERED FROM THE WRECKAGE WAS RECLUSIVE CEO ALEKSANDER LUKIN...
...WHO FOUNDED THE COMPANY AFTER A SELF-IMPOSED EXILE FROM HIS NATIVE RUSSIA.

BREAKING NEWS
CNN
KRONAS CORP CEO LUKIN DIES IN PLANE CRASH
LIVE
IT'S A TRICK. HE'S NOT DEAD. HE CAN'T BE...
I KNOW THAT... NOW.
HE HAD TO COVER HIS TRAIL WHEN WE GOT OUR HANDS ON YOU.

AND THAT MEANS WHATEVER THE SKULL IS PLANNING, IT'S GOING TO START SOON.
SO, ARE YOU GOING TO STEP UP HERE, OR NOT?
THEY'VE GOT STEVE'S GIRL...YOUR AGENT 13.

I KNOW.
IT WAS HER WE WERE TRYING TO SAVE WHEN WE FOUND YOU.


NOW ANSWER THE QUESTION.

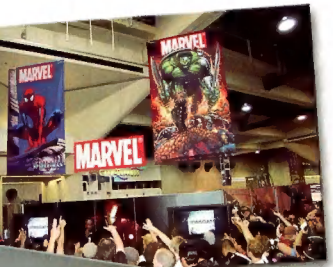
UNLTD.
BY MARC ECKŌ
unltd
also available at
Station

TONY, THIS IS A BIG MISTAKE...THAT MAN IS NOT READY TO CARRY THIS BURDEN.
IT'S MORE THAN LIKELY HE'S NOT EVEN RIGHT FOR IT.
I THINK STEVE WOULD PROBABLY DISAGREE WITH THAT...BUT IT'S BESIDE THE POINT.
STEVE ASKED ME TO SAVE HIM, AND IF THIS DOESN'T DO IT, I DON'T KNOW WHAT WILL.
AND ANYWAY... HE'S ALREADY GOT THE SHIELD.

NEXT ISSUE: THE NEW CAPTAIN AMERICA!

QUESTIONS THAT NEED ANSWERS!

WHAT IS YOUR MOST MEMORABLE COMIC CONVENTION EXPERIENCE??



"I walked into a room by mistake and DeForest Kelley was there, waiting to make an appearance. This was, of course, before he died. I guess it would have been more memorable if it had been after..."

- MARC GUGGENHEIM – Writer

(Amazing Spider-Man, Wolverine, Marvel Comics Presents)

"Well, I was mistaken for Jill Thompson once. That was pretty memorable. Admittedly it was in Spain, and the guy who was doing the mistaking had no idea that Jill was a female name. So it's less damning than it sounds, but still, you know... And having Larry Niven come up to me on the booth at SDCC to tell me he enjoyed reading Lucifer. That also sticks in my mind for some reason."

- MIKE CAREY – Writer

(X-Men, Ultimate Fantastic Four)

"I've had a few. I saw two guys get in a fight in front of me one time over who would win, Thor or Hulk. They were actually screaming at each other so my friend and I stopped to watch, because it was hilarious. Then they came to blows and it really wasn't very funny. We were about to break it up when the convention security came and intervened. Then it got funny again as they were screaming "THOR!" and "HULK!" at each other as they were dragged away. That would probably top my list."

- ROBERT KIRKMAN – Writer

(Marvel Zombies II, Ultimate X-Men)

"A San Diego Comic Con, where I was walking through a hotel lobby and came to a halt. Sitting there, not far away, were Stan Lee and Jack Kirby, close into each other, involved in a lengthy and what seemed friendly enough chat. I just stood there and watched these two greats for a few moments, wondering what it was they were discussing, and then went on my way."

- PETER DAVID – Writer

(X-Factor, She-Hulk)

"During my first U.S. Con (Megacon 2000) in Florida, I was standing in the urinals, doing what I went in there for, when I glanced over to my left side. Standing next to me was a Klingon; I turned and there was another to my right. "K'Plah", they both said. "Nice B'atleths," I replied. Of course only Star Trek fans will get the joke and I now have clearly revealed myself to be almost as sad. I did once contemplate buying a Star Trek uniform, but fortunately saw sense before that decision could haunt me for the rest of my life."

- BRYAN HITCH – Artist

(Ultimates, Fantastic Four)

"Drinking warm adult beverages and playing dominoes for hours with Peter "Chewbacca" Mayhew and Jeremy "Boba Fett" Bulloch at DragonCon years back."

- C.B. CEBULSKI – Writer

(Loners, Fairy Tales, Wolverine)

"I was so starstruck and just excited to see one of the biggest guys in comics, Rob Liefeld, a few years back. We had a very brief encounter and he was very nice and all. I was very nervous and awestruck when the goodbyes came and I called him "Todd."

- LEINIL YU – Artist

(New Avengers, Secret Invasion)

"The fateful day I ran into Joss Whedon at the San Diego Comic Con, right as news of Grant Morrison leaving X-Men hit the airwaves."

- JOE QUESADA – Marvel Editor-in-Chief, Artist

(Amazing Spider-Man)

NOW YOU KNOW!

FURY'S FILES

Discovered in a decommissioned S.H.I.E.L.D. safehouse, below is a list of little-known facts about the Amazing Spider-Man that Nick Fury had personally collected to be used or leveraged when necessary.

The Red Skull was responsible for the death of Spider-Man's parents. While Richard and Mary Parker were posing as double agents within his organization, the Red Skull learned of their duplicity and hired an assassin to sabotage their plane.

There have been five Green Goblins and four Hobgoblins.

Unaware of her relation to Spider-Man, Doctor Octopus once tried to marry Aunt May.

Even though she was not a member, the Black Cat was invited to join the Avengers while she was dating Spider-Man.

During the Secret Wars, it was Thor who directed Spider-Man to the computer in which the alien symbiote costume was lurking. Believing that the machine that created a new helmet and cape for the Thunder God had replaced his tattered costume with an advanced synthetic one, Spider-Man did not learn that the new black costume was actually a parasitic living organism until almost a year later, after returning to Earth.

Peter Parker's major in college was Chemistry.

Shortly after gaining his powers, Spider-Man went to the Fantastic Four, asking for a job to help pay the rent. However, after learning that they were a nonprofit organization, he quickly left their headquarters.

To activate his web-shooters, Spider-Man must double-tap them.

Spider-Man was originally offered membership into the Avengers on the condition that he pass a test which entailed capturing the Hulk. However, when Spidey learned that Bruce Banner was the Hulk, he stopped hunting the green goliath and decided he didn't want to be an Avenger.

Peter Parker once published a book of photos he took of Spider-Man over the years called "WEBS!"

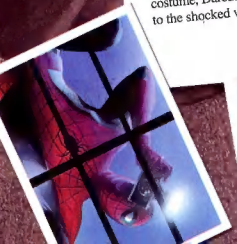
Wolverine teamed up with Peter Parker's parents before Peter's birth. During that mission, Logan was the first person to congratulate Mary on her pregnancy.

Four former ESU professors have gone on to become villains of Spider-Man:

1. Miles Warren - The Jackal
2. Curt Connors - The Lizard
3. Clifton Shallot - Vulture III
4. Buck Mitty - Humbug

Spider-Man and the Human Torch meet up every Christmas Day.

Daredevil learned Spider-Man's secret identity when he recognized his heartbeat as he was being confronted by an angry Peter Parker outside of the courthouse. Later, when both heroes were in costume, Daredevil admitted that he knew Spider-Man's secret identity and then revealed his own to the shocked webslinger.



LOOK WHO'S TALKING!

AWARD-WINNING COMIC BOOK WRITER BRIAN MICHAEL BENDIS

MARVEL: *You got "Freaky Friday" (Spidey & Wolverine switched bodies) and now "Amazing Friends" (Spidey teams up with Iceman and Firestar) green-lit. Are there any stories in Ultimate Spider-Man that you've pitched that have been rejected?*

BRIAN BENDIS: I'm trying to think. I have a pretty good sense of what won't get the green light so I try not to climb a hill I know can't be climbed. I do have a rather controversial story coming some time next year that got a tentative green light, but it was a hard sell. We'll see if it makes the light of day.

MARVEL: *We're coming out of a very dark time in the lives of Pete and his supporting cast. Will this be a lighthearted story or is there more to this than the surface seems to suggest?*

BRIAN BENDIS: Yeah, we tend to bounce back and forth with stuff like this. It is much lighter than the death of the Goblin, but it's still an important story for the series.

MARVEL: *You seem to have a childlike glee regarding this story. How long has this been in the works?*

BRIAN BENDIS: It was in my first ever "list of things to do" when I got the book back in 1999. Followed by a note to myself saying: "How the @#$% can you pull that off?" It took 118 issues to get the pieces in order.

MARVEL: *We've met Iceman before, but not Firestar. Is she someone new or someone we've already met?*

BRIAN BENDIS: She is someone we have met... BUT NOW SHE IS ON FIRE!

MARVEL: *Were you a fan of the Spider-Man and his Amazing Friends cartoon from the 1980's?*

BRIAN BENDIS: Oh yeah. There were some episodes, if memory serves, that were far superior in quality of animation than others. I was a really big fan of those.

MARVEL: *Will Ms. Lion be making her long-overdue appearance in the Ultimate Universe?*

BRIAN BENDIS: Sadly, that would be a no.

MARVEL: *Is this going to be an ongoing team-up or a one-time thing?*

BRIAN BENDIS: Probably a one-time thing as Jeph Loeb is going to blow up the Ultimate Universe in a few months.

MARVEL: *Will they fight Videoman? (Editor's Note – In the animated series, Videoman was a villain created from an arcade game...seriously.)*

BRIAN BENDIS: I thought about it, but decided that Magneto is the better choice in relation to me keeping my job.

MARVEL: *Have you ever moved someone's football statue just to see if the room would change into a super-duper high-tech hangout?*

BRIAN BENDIS: Other than Joe Quesada's? No.

MARVEL: *You're working on one of the longest runs on a single-character title in history, and yet you've managed to bring things forward that you planted the seeds for years ago. Are there other subplots boiling just under the surface that fans should keep their eyes on?*

BRIAN BENDIS: Well, right after "Amazing Friends," we have a couple of one-shot stories that pay off some characters in a pretty big way. Then after that we are adapting and expanding on the Ultimate Spider-Man story from the video game we did, so now it will fit in continuity perfectly.

MARVEL: *How far out DO you have this book plotted?*

BRIAN BENDIS: I'm honestly well into the 140's. I'm scripting issue 126 now.

'Nuff Said!

QUESTIONS THAT NEED ANSWERS!

WHAT DID YOUR PARENTS THINK ABOUT YOU READING COMIC BOOKS WHEN YOU WERE A KID?

"They were always happy to see me reading. I think they figured that my interest would flag eventually and I'd leave comics behind. That didn't happen. When I was a teenager, my father gave me advice that I'll always remember: He said, "Your hobbies are fine, but you can't make a living out of science fiction and comic books."

- PETER DAVID – Writer
(X-Factor, She-Hulk)

"My mother introduced me to comics, and would buy them for me by the box. Of course, back then they sold them in the local grocery store. She still thinks my collection is going to make me rich one day."

- CHRIS YOST – Writer
(New X-Men, X-Force)

"They were very supportive about anything that had me reading, but were concerned that words like "mayhem," "archenemy," and "clobbering time" were frequently working their way into my vocabulary."

- DAN SLOTT – Writer
(Avengers: The Initiative, Amazing Spider-Man)

"I think it was keenly encouraged as long as I didn't spend my life at it. My then Head Teacher told my parents at Careers and Vocations day that I would doodle my way into the unemployment line and I think they agreed."

- BRYAN HITCH – Artist
(Ultimates, Fantastic Four)

"My mom knew I'd never grow up to be a rocket scientist, or any kind of scientist for that matter, so she always encouraged me to invest in my creative interest. Cartoons were my first love and comics became my close second. She and my grandparents helped me amass quite a collection, sadly, one I would sell many years later for very little money... God, I miss those books."

-CRAIG KYLE – Writer
(New X-Men, X-Force)

"They didn't mind as long as it didn't interfere with anything else... like school work."

- JOHN ROMITA Jr. – Artist
(World War Hulk, Amazing Spider-Man)

"They completely supported my addiction! I was a voracious reader to begin with, and burying my nose in comics just gave me more to read and kept me out of their hair longer. Made it easy to shop for my birthday and Christmas too, as comics and Star Wars toys were all I ever wanted."

- C.B. CEBULSKI – Writer
(Loners, Fairy Tales, Wolverine)

"They thought it was a bad influence on me, not understanding that it was comics that taught me how to read, and gave me a sense of morality and ethics that I carry to this day. They thought comics were a distraction from my school work. I, on the other hand, treasured my comics. I kept them in a tin box to protect them from the environment, stacked front-to-back-to-back the way you're supposed to, to keep them from bending up. I had complete runs from issue one of everything from X-Men to Journey into Mystery and Thor and Amazing Spider-Man and Daredevil and Conan and Eerie and Creepy and on and on and on, all in pristine condition, not because I thought they'd be worth something someday, but because I liked keeping them that way. So one day, when my grades weren't sufficiently high, my father sat down across from me, opened the tin box, and one by one, tore up every single one of my comics as I looked on. 'This is for your own good,' he said. 'You'll never make a living from comics, you know.'

- J. MICHAEL STRACZYNSKI – Writer
(Thor, The Twelve, Amazing Spider-Man)

"I don't think that my dad really cared, because my older half-brother (Hi David!) was hugely into reading comics. My mom, on the other hand, was a completely different story... she hated it. She thought I was wasting my time until I said something about buying all my manwha (Korean comics) so that I could learn to read Korean faster, and learn more Korean words that way. It was like I had to throw some educational spin on it all. I hid all the American and Japanese stuff for a while, till she finally got over it a few years later and gave up, then I covered my room in the stuff."

- CHRISTINA STRAIN – Colorist
(World War Hulk, Runaways)

NOW YOU KNOW!